

# BYLAWS

## CASCADIA CHAPTER SAVE International

**APPROVED**  
**April 21, 2009**

### **ARTICLE I – NAME, INCORPORATION, BOUNDARIES, AND USE OF NAME**

**SECTION 1: NAME:** The name of the national organization is SAVE International, hereinafter called the Society. The name of this organization is the “Cascadia Chapter of SAVE International,” hereinafter called the Chapter.

**SECTION 2: INCORPORATION:** The Chapter is part of the Society which is incorporated as a non-profit corporation under the laws of the State of Georgia.

**SECTION 3: BOUNDARIES:** The Chapter is authorized to serve members assigned by the Society.

**SECTION 4: USE OF NAME:** The Chapter shall not permit the use of its name by any person, firm, corporation or other organization, except for the Society, for any purpose whatsoever or in any activity. The stationery of the Chapter shall be specified by the Board and used in all official correspondence.

### **ARTICLE II – OBJECTIVES**

**SECTION 1: BASIC OBJECTIVE:** The basic objective of the Chapter shall be the fulfillment of the Society’s objectives as enumerated in its Constitution and By-laws within the Chapter’s territorial boundaries and to adhere to the Society’s Chapter Effectiveness Manual.

**SECTION 2: SECONDARY OBJECTIVES:** In addition to the basic objective, further objectives of the Chapter are declared to be:

1. To promote and accelerate the effectiveness and recognition of the practice of value engineering.
2. To promote professionalism in the application of the value methodology.
3. To promote education.
4. Encourage research and original work in the application of the value methodology.

### **ARTICLE III – GOVERNANCE**

**SECTION 1: PRECEDENCE:** The Chapter shall be governed by the Society’s Articles of Incorporation, by the laws under which the Society is incorporated, by the Constitution and by-laws of the Society, and by the Chapter by-laws in decreasing order of precedence.

**SECTION 2: BOARD OF DIRECTORS:** The Business and affairs of the Chapter shall be administered by a Board of Directors, herein after referred to as the Board.

**SECTION 3: BOARD MEMBERSHIP:** Board members shall be members in good standing of the Society.

**SECTION 4: BOARD POSITIONS:** The Board shall consist of the seven members, a minimum of one of which will represent members outside of the immediate Puget Sound Area.

**SECTION 5: OFFICER POSITION:** The Officers shall be selected from the members of the Board and shall be president, vice president, secretary and treasurer, each of whom shall be annually appointed by the Board of Directors, and shall serve until their successors are duly elected and qualified. In addition to the powers and duties specified below, the Officers shall have such powers and perform such duties as the Board of Directors may prescribe.

**SECTION 6: TERMINATION:** Termination may be by resignation or removal. Any Board Member may be removed by a two-thirds vote of the Chapter membership.

**SECTION 7: VACANCY:** A vacancy in any office of the Chapter, except that of President, because of death, resignation, removal, disqualification, or otherwise shall be filled by a two-thirds vote of the Board for the unexpired term of the vacant office. The Vice President shall automatically become President upon the vacancy of the presidency. Any Board member who shall, during his/her term of office move beyond the boundaries of the Chapter or otherwise fails to fulfill the duties of his/her office, may be removed from office and their position will remain vacant until the next annual election

**SECTION 8: PARLIAMENTARY PROCEDURE:** Robert's Rules of Order, current edition, shall govern matters of parliamentary procedure of the Chapter.

**SECTION 9: ADMINISTRATIVE YEAR:** The administrative year shall start June 1 of each year at which time transfer of office, duties, responsibilities privileges become effective.

**SECTION 11: QUORUM:** A simple majority of the Board members present shall be required to conduct Chapter business.

**SECTION 12: TERM OF OFFICE:** The term of office for Board members shall be for three years with no more than three positions expiring in one year. Director terms shall be overlapping, with two or three positions (whether filled or unfilled) ending each year. Initial terms for Director positions shall be selected by drawing from a hat to establish term cycles. For the initial term, three Directors shall serve for three (3) years, two of the Directors shall serve for two (2) years, and two of the Directors shall serve for one (1) year. Thereafter, each Director shall serve no more than two consecutive three-year terms. The term of office for the Officers shall be the administrative year, or for the unexpired portion for which they have been appointed.

**SECTION 13: COMMITTEES:** The Board may establish committees to carry out Chapter business and to further the objectives of the Society.

## **ARTICLE IV – MEMBERSHIP, APPLICATION & RESIGNATION**

**SECTION 1: MEMBERSHIP:** Membership shall be as defined by the Society.

**SECTION 2: APPLICATION FOR MEMBERSHIP:** Application for membership shall be made directly to the Society.

**SECTION 3: RESIGNATION:** A member may resign by filing a written resignation with the Society. A resignation will not relieve the member from his obligation to pay any dues, assessments or other charges that have accrued and are unpaid at time of resignation.

## **ARTICLE V – DUES, FEES, ASSESSMENTS AND OBLIGATIONS**

**SECTION 1: DUES & FEES:** Dues and enrollment fees for membership shall be in accordance with the by-laws of the Society.

**SECTION 2: ASSESSMENTS:** No assessment of members by the Chapter may be made without affirmative vote of two-thirds of the voting members in the Chapter.

**SECTION 3: OBLIGATIONS:** No obligations may be incurred by the Directors or officers of the Chapter without prior authorization by the Board. Fees and expenses of persons serving the Chapter shall be allowed upon authorization by the Board.

## **ARTICLE VI – DUTIES OF THE BOARD**

**SECTION 1: CUSTOMARY DUTIES:** The duties of the members of the Board shall be those customarily associated with their respective offices or positions unless described more specifically in these by-laws.

**SECTION 2: DUTIES OF THE BOARD:** The Board shall have such powers and duties in the government of business and affairs of the Chapter as prescribed by these by-laws.

1. The Board shall have complete authority over the investment and care of all funds of the Chapter.
2. The Board shall authorize all regular and special expenditures.
3. The Board members shall regularly attend Chapter meetings.
4. The Board members are expected to attend, either in person or by conference call, a minimum of two Board meetings annually.
5. Each Board member shall serve on at least one Chapter committee.

**SECTION 3: DUTIES OF THE PRESIDENT:** The President shall be the chief executive officer of the Chapter and as such shall be empowered to direct and carry on the business and affairs of the Chapter.

The President shall be the Chairman of the Board and shall preside at all meetings of the Board and of the Chapter, regular and special. The President shall co-sign, with the Vice-President or Secretary or Treasurer all deeds, mortgages and bonds. Regular checks, notes and instruments or disbursements of less than \$500 shall not require the President's co-signature.

The President shall appoint a committee to audit the financial books and accounts of the Chapter at the close of each administrative year.

**SECTION 4: DUTIES OF THE VICE PRESIDENT:** The Vice-President shall assume the duties of the President in his absence. In the absence of the President and the Vice-President, a majority of the attending members of the Board shall appoint one of its members to act as

presiding officer or Chairman Pro Tem until either the President or Vice-President shall become able to resume their duties.

**SECTION 5: DUTIES OF THE SECRETARY:**

1. The Secretary shall attend all meetings of the Board and the Chapter, recording the minutes of such meetings and distributing them to the membership electronically. In the event that the Secretary is unable to attend any meeting, the Treasurer shall record the minutes.
2. The Secretary shall be responsible for the preparation and maintenance of the official record of all Chapter correspondence.
3. With the Treasurer, the Secretary shall develop and maintain a current membership roster. The Secretary shall distribute a current copy of the roster to the Chapter members at least once a year.
4. The Secretary shall keep and distribute to Chapter members notices of Chapter meetings.
5. The Secretary shall maintain a record of attendance at all Board meetings, Chapter meetings, and special meetings. Such records shall satisfy requirements for certification and re-certification. At the end of each administrative year, the Secretary shall issue a record of attendance to each member.

**SECTION 6: DUTIES OF THE TREASURER:** The Treasurer shall be responsible for the funds and the books of account of the Chapter. The Treasurer shall receive all funds of the Chapter, shall deposit such funds to the account of the Chapter in such bank or banks as may be authorized by formal resolution of the Board and shall keep a complete account of all receipts and disbursements. Funds of the Chapter may be withdrawn upon the Treasurer's co-signature with that of such other Board member as may be authorized and directed by the Board to sign checks on the Chapter's account in payment of bills approved by the President.

**ARTICLE VII – MEETINGS**

**SECTION 1: REGULAR MEETINGS:** The Chapter shall hold regular meetings of the membership. Such meetings shall be held monthly, and meet the minimum requirements of the Society. The Chapter, at the discretion of the Board, may elect to not hold up to four meetings per year.

**SECTION 2: BOARD MEETINGS:** The Board shall hold a minimum of three meetings annually, one each quarter with the exception of summer quarter, to conduct business of the Chapter. A simple majority of those present shall constitute a quorum for voting of the Board. The President shall vote only in case of tie.

**SECTION 3: SPECIAL MEETINGS:** Other meetings may be convened by the President for the purpose of conducting Chapter business.

**SECTION 4: NOTICE OF MEETINGS:** The presiding officer of a meeting shall be responsible for notifying the membership of that meeting.

**ARTICLE VIII – NOMINATION, ELECTION AND INSTALLMENT OF BOARD MEMBERS**

**SECTION 1: NOMINATIONS:** Nominations for Board members of the Chapter shall be made by a Nominating Committee appointed by the President.

**SECTION 2: THE NOMINATING COMMITTEE:** The Nominating Committee will ascertain that members nominated will serve if elected to the office. The Nominating Committee shall prepare, issue, receive and count all ballots cast in an election and certify the results of same.

**SECTION 3: ANNUAL SCHEDULE OF NOMINATIONS & ELECTIONS:** Board members shall be nominated in March and elected in April. Installation shall occur in June.

**SECTION 4: VOTING:** Election of Board members shall be by secret, written or electronic ballot.

## **ARTICLE IX – AWARDS**

**SECTION 1: INDIVIDUAL AWARDS:** The Chapter shall recognize noteworthy achievements of Chapter members with appropriate awards.

**SECTION 2: OTHER AWARDS:** Other awards may be given by Chapter for significant support of the objectives of the Society.

## **ARTICLE X – ADOPTION, EFFECTIVE DATE AND AMENDMENTS OF BY-LAWS**

**SECTION 1: AMENDMENTS:** Amendments to these by-laws may be proposed to the President by any member of the Board or by a petition signed by not less than ten percent of the members of the Chapter in good standing

**SECTION 2: ACCEPTANCE & EFFECTIVE DATE:** Proposed amendments that have met the requirements of Section 1 and are not in conflict with the Constitution of the Society shall be submitted in writing for a vote of the Board at least 15 days prior to voting and shall become effective upon the affirmative vote of two-thirds members of the Full Board.